

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

BLACKROCK, INC.)	
)	
Plaintiff,)	Civil No. 07-CV-03181 (PKL)
)	
v.)	DECLARATION OF
)	HOWARD TRUST
SCHRODERS PLC.)	
)	
Defendant.)	

I, Howard Trust, hereby declare as follows:

1. I am the General Counsel for the Schroders Group (Schroders plc and its subsidiaries).

2. Schroders plc is a holding company for the Schroders group of companies. Its direct subsidiary, Schroder Administration Limited (a UK corporation), owns Schroder International Holdings Limited (a UK corporation), which in turn owns all the common shares in Schroder Investment Management GmbH (a German corporation).

3. Schroder International Holdings Limited also owns Schroder U.S. Holdings, Inc. (a United States corporation). Schroder U.S. Holdings, Inc. is the sole owner of Schroder Investment Management North America, Inc. ("SIMNA") (a United States corporation).

4. Schroders plc is a United Kingdom public limited company with its principal and only office in London. Schroders plc has no operations in the United States. Schroders plc is neither licensed nor qualified to do business in New York. It has no office, place of business, employees or bank account in New York, and does not own, use, or possess any property in New York. It does not solicit business in New York.

5. The address provided in paragraph 10 of the Complaint, 875 3rd Avenue, 22nd floor, New York, NY, 10022-6225, is the office address of SIMNA, not Schroders plc.

6. I have read the affidavit of Robert P. Connolly, which Mr. Connolly submitted in support of BlackRock, Inc.'s Order to Show Cause. Mr. Connolly's affidavit states incorrectly

that Schroders plc manages funds in the United States and has clients in the United States. Connolly Affidavit at ¶ 3.

7. Schroders plc itself is a holding company which owns a number of operating subsidiaries. It manages no financial products and has no global asset management business other than that carried on by its subsidiaries. For this reason, SIMNA has never been responsible for soliciting clients to invest in financial products managed by Schroders plc, and never originated global assets managed by Schroders plc.

8. SIMNA has no role in the operations of Schroders plc because Schroders plc has no operations other than the holding of shares in and supervision of the activities of its subsidiaries and companies. SIMNA is not authorized to contractually bind Schroders plc.

9. Schroders plc and SIMNA maintain strict and separate corporate formalities.

10. SIMNA has its own duly elected officers and board of directors. It conducts separate board meetings and maintains separate minutes of such meetings. Only one Director of Schroders plc is a Director of SIMNA. They have no other directors in common.

11. Schroders plc and SIMNA maintain separate financial records. Transactions between SIMNA and Schroders plc, if any, are recorded by appropriate entries in the books and records of the companies in accordance with generally recognized accounting principles.

12. On April 4, 2007, I received a letter from Matthias Horbach, an attorney in the Frankfurt, Germany office of Skadden, Arps, Slate, Meagher & Flom, LLP, ("Skadden Arps") regarding "Schroders Announced Hire of BlackRock Employees in Germany." Dr. Horbach stated that he represented BlackRock, Inc. and BlackRock (Deutschland) GmbH and raised alleged concerns regarding "the apparent transfer by a number of key BlackRock employees based in Germany and the United Kingdom to Schroder Investment Management GmbH." A true and correct copy of Dr. Horbach's letter is attached hereto as Exhibit 1.

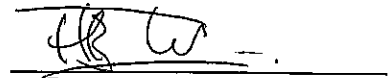
13. By letter dated April 5, 2007, my colleague, Nicholas Evans, responded on my behalf, because I was absent on holiday. Mr. Evans noted the absence of any evidence of wrongdoing cited in the April 4 letter and asked Dr. Horbach to provide such evidence, if it existed, so that the question of whether further discussions were warranted could be assessed. Mr. Evans' letter is attached hereto as Exhibit 2. Neither he nor I received a response. On April 16, 2007, I

telephoned Mr. Connolly and was not able to speak with him, but was told he would return my call. He never did. Instead, on April 20, 2007, I received notice that the New York office of Skadden Arps planned to file suit against Schroders plc in the United States that day on behalf of BlackRock, Inc.

14. Schroders plc has not made an offer of employment to any employee of BlackRock, Inc. or BlackRock (Deutschland) GmbH. All offers of employment in Germany have been made by Schroder Investment Management GmbH.

15. Schroders plc would consent to the personal jurisdiction of the courts in Germany, if BlackRock, Inc., or BlackRock (Deutschland) GmbH commenced a proceeding in this matter in Germany. Schroders plc would do so without waiver of any other available defences.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.


Howard Trust
2 May 2007